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16 UNITED STATES DISTRICT COURT
17 NORTHERN DISTRICT OF CALIFORNIA
18 SAN FRANCISCO DIVISION

19 WAYMO LLC,
20 Plaintiff,
21 v.
22 UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,
23 Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF MICHELLE
YANG IN SUPPORT OF
DEFENDANTS' MOTION FOR
RECONSIDERATION OF ORDER
GRANTING IN PART AND
DENYING IN PART
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL (DKT. NO. 2393)**

Date: January 25, 2018
Time: 9:00 a.m.
Ctrm: F, 15th Floor
Judge: Hon. Jacqueline Scott Corley

Trial Date: February 5, 2018

1 I, Michelle Yang, declare as follows:

2 1. I am an attorney at the law firm of Morrison & Foerster LLP. I make this
3 declaration based upon matters within my own personal knowledge and if called as a witness, I
4 could and would competently testify to the matters set forth herein. I make this declaration in
5 support of Defendants Uber Technologies, Inc., and Ottomotto LLC's ("Uber") Motion for
6 Reconsideration of Order Denying-In-Part Administrative Motion to File Under Seal (Dkt.
7 No. 891).

8 2. The attached Exhibit 1 to this Declaration is a true and correct copy of Ex. 3 to
9 Waymo's Discovery Letter Brief (Dkt. 1168-4/Dkt. 1096-7), with the narrow portions that are the
10 subject of Uber's request marked in red boxes on Bates pages UBER00101501-UBER00101504.

11 3. The attached Exhibit 2 to this Declaration is a true and correct copy of Ex. 1 to
12 Waymo's Discovery Letter Brief (Dkt. 1101-1/Dkt. 1096-5), with the narrow portions that are the
13 subject of Uber's request marked in red boxes on Bates pages UBER00109872-UBER00109873
14 and UBER00109875.

15 4. Exhibit 3 to Waymo's Discovery Letter Brief (Dkt. 1059-10) is the identical
16 document to Ex. 1 to Waymo's Discovery Letter Brief (Dkt. 1101-1/Dkt. 1096-5).

17 5. The narrowed portions marked in red boxes on UBER00101501-UBER00101504
18 in Ex. 3 to Waymo's Discovery Letter Brief contain highly confidential business information
19 from minutes to a Board of Directors meeting that show the internal discussions and resolutions
20 that form the genesis of the internal corporate governance and methodologies for conducting
21 Board responsibilities corresponding to information for which the Court granted sealing in Ex. 5
22 to Waymo's Discovery Letter Brief (Dkt. 1168-6). Uber is a private company, and its Board of
23 Directors keeps its internal discussions highly confidential. Disclosure of these discussions from
24 a confidential Board meeting, particularly in light of extensive media coverage, would harm
25 Uber's competitive standing. Uber's request is narrowed only to the highly confidential business
26 information that would reveal the information in Dkt. 1168-6 for which the Court has already
27 granted sealing.

28

1 6. The marked portions on Bates page UBER00109872-UBER00109873 of Ex. 1 to
2 Waymo’s Discovery Letter Brief (Dkt. 1101-1/Dkt. 1096-5) and of Exhibit 3 to Waymo’s
3 Discovery Letter Brief (Dkt. 1059-10) identify business terms with respect to Otto Trucking for
4 which the Court granted sealing of earlier versions of these terms in the draft Term Sheet. The
5 marked portions refer to a sealed section of the Term Sheet, of which the existence has not
6 become public knowledge. If this information were disclosed, I understand that competitors and
7 counterparties could obtain a competitive advantage by tailoring their negotiation strategy to offer
8 or demand similar business terms, such that Uber’s competitive standing would be harmed.

9 7. The marked portions on Bates page UBER00109875 of Ex. 1 to Waymo's
10 Discovery Letter Brief (Dkt. 1101-1/Dkt. 1096-5) and of Exhibit 3 to Waymo's Discovery Letter
11 Brief (Dkt. 1059-10) contain financial and commercial terms corresponding to terms for which
12 the Court granted sealing in the Draft Term Sheet; the Court found that this confidential business
13 information merited sealing. (Dkt. 550 at 3.)

14 I declare under penalty of perjury under the laws of the United States that the foregoing is
15 true and correct. Executed this 21st day of December, 2017, at Washington, District of
16 Columbia.

/s/ Michelle Yang

Michelle Yang

ATTESTATION OF E-FILED SIGNATURE

I, Arturo J. González, am the ECF User whose ID and password are being used to file this Declaration. In compliance with General Order 45, X.B., I hereby attest that Michelle Yang has concurred in this filing.

24 | Dated: December 21, 2017

/s/ Arturo J. González

Arturo J. González